

# EXHIBIT A

GEORGIA					
	Legal Name	Address	City	State	Zip
1	Blackberry Vision, LLC	3097 Piedmont RD	Atlanta	GA	30305
2	Blueberry Investments, LLC	857 Collier Road, Suite 15	Atlanta	GA	30318
3	Confluence Group	5975 Roswell Rd A113	Sandy Springs	GA	30328
4	Confluence Group II	3000 Windy Hill Rd SE #156	Marietta	GA	30067
5	Cranberry Vision, LLC	4260 Peachtree Road	Atlanta	GA	30319
6	JCM Macon, LLC	4357 Forsyth Rd #250	Macon	GA	31210
7	JCM McDonough, LLC	1663 GA-20	McDonough	GA	30253
8	JK Fit LLC	4495 W Village Way SE	Smyrna	GA	30080
9	JM Acworth	4391 Acworth Dallas Rd, NW Suite 212	Acworth	GA	30101
10	JM Athens	3600 Dallas Hwy Suite 100	Marietta	GA	30064
11	JM Augusta LLC	4274 Washington Rd	Evans	GA	30809
12	JM Augusta 2, LL	3602 Exchange Lane	Augusta	GA	30909
13	JM Bufford, LLC	5019 West Broad Street, Suite107/109	Sugar Hill	GA	30518
14	JM Canton, LLC	2555 Prado Lane Unit 1400	Marietta	GA	30066
15	JM Duluth, LLC	2220 Peachtree Industrial Blvd. Suite B-	Duluth	GA	30097
16	JM Gainesville, LLC	833 Daswonville Hwy, Suite 220	Gainesville	GA	30501
17	JM Inman Park, LLC	299 N. Highland Ave	Atlanta	GA	30307
18	JM Mableton, LLC	1025 Veterans Memorial Hwy Ste 610	Mableton	GA	30126
19	JM Marietta Holdings, LLC	1750 Powder Springs Rd	Marietta	GA	30064
20	JM Norcross, LLC	5270 Peachtree Pkwy #105	Norcross	GA	30092
21	JM Rome Fitness, LLC	1431 Turner McCall Blvd	Rome	GA	30161
22	JM South Buckhead, LLC	2255 Peachtree Rd	Atlanta	GA	30309
23	JM Sugar Hill , LLC	2463 Hamilton Mill Pkwy	Dacula	GA	30019
24	JM Vinings	4300 Paces Ferry Rd SE Suite 464	Atlanta	GA	30339
25	JM West Midtown, LLC	980 Howell Mill Road	Atlanta	GA	30318
26	JM Woodstock, LLC	200 Parkbrooke Drive, #140	Wookstock	GA	30189
27	JW Canton, LLC	3640 Marietta Hwy	Canton	GA	30114
28	Rasberry Vision LLC	4279 Roswell Road, Suite 501	Atlanta	GA	30342
29	Simple Berry LLC	855 Emory Point Drive, Suite 115	Atlanta	GA	30329
30	Strawberry Vision LLC	933 Peachtree St. NW Sutie 939A	Atlanta	GA	30309
31	Vaillantino JC, LLC	1401 Johnson Ferry Road. Unit 320	Marietta	GA	30062
32	Vaillantino LS, LLC	8465 Holcomb Bridge Rd #430	Johns Creek	GA	30022
33	Vaillantino, LLC	3450 Old Milton Parkway, STE.210	Alpharetta	GA	30005
34	VVDC Chamblee, LLC	5211 Peachtree Blvd. Suite 200	Chamblee	GA	30341
35	VVDC Dunwoody, LLC	2480 Jett Ferry Rd, #500	Dunwoody	GA	30338
36	VVDC Lawrenceville, LLC	3268 Inner Perimeter RD	Valdosta	GA	31602
37	VVDC Milton LLC	12635 Crabapple Rd	Milton	GA	30004
38	VVDC Northlake, LLC	2152 Henderson Mill Rd	Atlanta	GA	30342
39	VVDC Pooler, LLC	201 Blue Mooon Xsing, Ste3-4	Pooler	GA	31322
40	VVDC Sandy Plains	2960 Shallowford Rd Unit 103	Marietta	GA	30066
41	VVDC Savannah	1800 E Victory Dr #2	Savannah	GA	31404
42	VVDC Webb Gin, LLC	1250 Scenic Hwy, Ste 1264	Lawrenceville	GA	30045
KANSAS					
	Legal Name	Address	City	State	Zip
43	BOTK1, LLC	565 Wakarusa Dr. C	Lawrence	KS	66049
MASSACHUSSETS					
	Legal Name	Address	City	State	Zip
44	Bish 2 Merge, LLC	10 Saint James Avenue	Boston	MA	02116
45	Bish One Merge, LLC	375 Market Street	Boston	MA	02135
46	Bish Three, LLC	270 Third Street	Cambridge	MA	02142
47	Braintree Fitness, LLC	250 Granite Street	Braintree	MA	02184
48	Burlington Fitness Acquistion, LLC	112 Mall Rd	Burlington	MA	01803

	Legal Name	Address	City	State	Zip
49	Fitness Capital Ventures, LLC	40 Boston Post Rd	W Marlborough	MA	01752
50	HH Fitness Danvers, LLC	35 Independence Way	Danvers	MA	01923
51	HH Fitness Reading, LLC	265 Main St	North Reading	MA	01864
52	Interval Zone Fitness, LLC	554 Turnpike St	North Andover	MA	01845
53	JD Family Fitness Enterprises, LLC	228 Washington St	Attleboro	MA	02703
54	QIG Fitness Waltham	500 Totten Pond Rd	Waltham	MA	02451
55	QIG,Fitness Natick, LLC	21 Main Street	Natick	MA	01760
56	Simple Ventures 2, LLC	749 Broadway Route 1	South Saugus	MA	01906
57	Simple Ventures, LLC	160 Littleton Road	Westford	MA	01886
58	Somerville Fitness Acquisition, LLC	383 Revolution Dr #1135	Somerville	MA	02145
<b>MISSISSIPPI</b>					
	Legal Name	Address	City	State	Zip
59	HH Oxford, LLC	1801 Jackson Ave West, SuiteD115	Oxford	MS	38655
<b>NEVADA</b>					
	Legal Name	Address	City	State	Zip
60	Centennial Fitness, LLC	8431 Fram Rd #160	Las Vegas	NV	89131
61	HH NW Reno, LLC	1575 Robb Drive	Reno	NV	89523
62	HH South Reno, LLC	8056 South Viriginia Steet	Reno	NV	89511
63	LV Fitness Flamingo, LLC	4245 S Grand Canyon Dr, Unit 109	Las Vegas	NV	89147
64	LV Fitness Summerlin, LLC	9326 W. Sahara Ste 4	Las Vegas	NV	89117
65	LVE Fitness, LLC	691 Marks St. Ste D	Henderson	NV	89014
66	Mountains Edge Fitness, LLC	8085 Blue Diamond Rd	Las Vegas	NV	89178
67	OTLV1, LLC	10271 S Eastern Ave, #109	Henderson	NV	89052
68	OTLV2, LLC	5990 S Rainbow Blvd. #200	Las Vegas	NV	89118
<b>NEW YORK</b>					
	Legal Name	Address	City	State	Zip
69	JM Astor Place Fitness, LLC	51 Astor Place	New York	NY	10003
70	JM Lexington, LLC	715 Lexington Ave	New York	NY	10022
71	OTB2NY, LLC	485 Kings H	Brooklyn	NY	11223
<b>OREGON</b>					
	Legal Name	Address	City	State	Zip
72	Acaiberry, LLC	1107 NE 9th Ave	Portland	OR	97232
73	GOJIBERRY, LLC	3642 Southwest River Pkwy	Portland	OR	97239
74	HH Fitness Oregon City, LLC	395 Beavercreek Rd	Oregon City	OR	97045
75	HH Fitness Salem	4405 Commercial St SE Suite V	Salem	OR	97302
76	HH Fitness West Linn, LLC	19151 Willamette Dr	West Linn	OR	97068
77	Hoodberry, LLC	2195 NW Raleigh St	Portland	OR	97209
78	JM Gresham, LLC	697 Northwest Division St	Gresham	OR	97030
79	JM Medofrd	171 Rossanley Drive, Suite 109	Medford	OR	97501
80	JM Pearl District	1010 NW Everett St, Suite 127	Portland	OR	97209
81	JM SE Portland, LLC	888 SE 9th Ave, Suite100	Portland	OR	97214
82	JM SE Powell	3602 SE Powell Blvd. Suite 2	Portland	OR	97210
83	JM West Beaverton, LLC	3905 Southwest 117th Ave, Suite H	Beaverton	OR	97005
84	JM Wilsonville, LLC	29756 Town Center West, #7L	Wilsonville	OR	97070
<b>PENSSYLVANIA</b>					
	Legal Name	Address	City	State	Zip
85	MAB Management ,LLC	4640 High Pointe Blvd, Suite A7	Harrisburg	PA	17111
86	MAB Management ,LLC	6416 Carlisle Pike	Mechanicsburg	PA	17050
87	MAB2 Management, LLC	106 S Atherton St	State College	PA	16801
<b>RHODE ISLAND</b>					
	Legal Name	Address	City	State	Zip
88	Fitness Capital Ventures #2	4 Chapel View Blvd	Cranston	RI	02920

	Legal Name	Address	City	State	Zip
89	Fitness Capital Ventures #3	563 North Main St	Providence	RI	02904
90	Fitness Capital Ventures #4	1191 Division St	East Greenwich	RI	02818
<b>SOUTH CAROLINA</b>					
	Legal Name	Address	City	State	Zip
91	Cola 1, LLC	7467 Saint Andrews Rd. #7B	Irmo	SC	29063
92	Greenville Goddess I, LLC	101 Falls Park Drive	Greenville	SC	29601
93	JM Aiken, LLC	250 East Gate Drive	Aiken	SC	29803
94	JM Clemson, LLC	1391 Tiger Blvd, Unit 112	Clemson	SC	29631
95	JM Florence, LLC	1901 West Palmetto Street	Florence	SC	29501
96	JM Forest Acres, LLC	4708 Forest Drive	Columbia	SC	29206
97	JM Greenville, LLC	1143 Woodruff Rd	Greenville	SC	29607
98	JM Greer, LLC	870 E. Suber Rd, Suite 120	Greer	SC	29650
99	JM Lexington, LLC	5230 Sunset Blvd. Suite D	Lexington	SC	29072
100	JM Mt. Pleasant, LLC	695 Johnnie Dodds Blvd	Mount Pleasant	SC	29464
101	JM Myrtle Beach, LLC	7753 N Kings Hwy	Myrtle Beach	SC	29572
102	JM N. Mt. Pleasant, LLC	1137 Oakland Market Rd	Mount Pleasant	SC	29466
103	JM NE Columbia, LLC	10296 Two Notch Rd, #2	Columbia	SC	29229
104	JM Simpsonville, LLC	655 Fairview Rd. Suite C-2	Simpsonville	SC	29680
105	JM Spartanbury, LLC	1915 East Main St, Suite 3	Spartanburg	SC	29307
106	Kelly O, LLC	430 William Hilton Pkwy	Hilton Head	SC	29926
107	OG Horizon, LLC	1101 North Main St	Summerville	SC	29483
108	Orange Goddess I, LLC	975 Savannah Hwy	Charleston	SC	29407
<b>TENNESSEE</b>					
	Legal Name	Address	City	State	Zip
109	HH Bearden, LLC	122 N Forrest Park Blvd	Knoxville	TN	37919
110	HH Farragut, LLC	11674 Parkside Drive, Suite 674	Knoxville	TN	37934
111	HH Mt. Juliet, LLC	11199 Lebanon Road	Mt. Juliet	TN	37122
112	JM Chattanooga, LLC	7407 Igou Gap Road	Chattanooga	TN	37421
113	JM City, LLC	3211 Peoples Street, Suite 12	Johnson City	TN	37604
114	JM Cleveland, LLC	682 Paul Huff Parkway	Cleveland	TN	37312
115	JM Hixson, LLC	5207 TN-153 Suite 113	Hixson	TN	37343
116	JM Northshore, LLC	300 Cherokee Blvd	Cherokee	TN	37405
<b>VIRGINIA &amp; WASHINGTON, D.C.</b>					
	Legal Name	Address	City	State	Zip
117	BA Management, LLC	5900 Kingstowne Center, #100	Alexandria	VA	22315
118	BAA Management, LLC	1101 King st	Alexandria	VA	22314
119	BAMCarlyle, LLC	2381 Eisenhower Ave	Alexandria	VA	22314
120	BAMFredericksburg, LLC	10002 Southpoint Pkwy	Fredericksburg	VA	22407
121	BAMstafford, LLC	308 Worth Ave	Stafford	VA	22556
122	BAMWestSpringfield, LLC	7271 Commerce St	Springfield	VA	22150
123	BBAB Management, LLC	650 Potomac Ave	Alexandria	VA	22301
124	CBVRG, LLC	14145 St Germain Drive	Centreville	VA	20121
125	G3 Fitness Group DC1, LLC	14062 Promenade Commons ST	Gainesville	VA	20155
126	G3 Fitness Group DC1, LLC	6623 Old Dominion Dr	McLean	VA	22101
127	G3 Fitness Group III, LLC	10295 Bristow Center Dr	Bristow	VA	20136
128	G3 Fitness Group IV, LLC	6341 Columbia Ave, Suite D	Falls Church	VA	22041
129	G3 Fitness Group, LLC	320 Florida Ave NE	Washington	DC	20002
130	HH Fitness Capital Hill, LLC	330 7th St SE	Washington	DC	20003
131	HH Fitness Dunn Loring	2672 Avenir Place, Q	Vienna	VA	22180
132	HH Fitness Fairfax, LLC	9420 Main Street #13	Fairfax	VA	22031
133	HH Fitness Falls Church	510 S Washington St	Falls Church	VA	22046
134	HH Fitness Seven Corners, LLC	6410 Arlington Blvd	Falls Church	VA	22042

	<b>Legal Name</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>Zip</b>
135	HH Fitness Thomas Circle, LLC	1101 14th st NW	Washington	DC	20005
136	HH Mt. Vernon, LLC	7716 Richmond Hwy	Alexandria	VA	22306
137	River5 Fitness 3, LLC	7505 Leesburg Pike, Suite M	Falls Church	VA	22043
<b>WASHINGTON</b>					
	<b>Legal Name</b>	<b>Address</b>	<b>City</b>	<b>State</b>	<b>Zip</b>
138	JM Vancouver Waterfront, LLC	741 Waterfront Way	Vancouver	WA	98660

# **EXHIBIT B**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

ROBERT SCOT JAMES  
and CORE2000 LLC,

Plaintiffs,

v.

HONORS HOLDINGS, LLC,

Defendant.

C.A. No. 1:23-cv-00591-GBW

~~PROPOSED~~ **STIPULATED FINAL JUDGMENT**

WHEREAS, on May 31, 2023, Plaintiffs Robert Scot James and Core2000 LLC (collectively, "Plaintiffs") filed their Complaint against Defendant Honors Holdings, LLC ("Honors") in the above-captioned action, alleging breach of an asset purchase agreement dated as of May 16, 2022 (the "Agreement"), and seeking damages in the principal amount of \$5,500,000, as well as pre- and post-judgment interest pursuant to the parties' contractually agreed-upon rate, and Plaintiffs' attorneys' fees (D.I. 1);

WHEREAS, on July 21, 2023, Honors filed its Answer and Affirmative Defenses to Complaint (D.I. 8);

WHEREAS, on August 22, 2023, following discussions between the parties regarding resolution of this matter, Honors provided Plaintiffs with a draft offer of judgment, which was intended to provide a basis for discussion of an entry of judgment in this matter and was not intended to be a formal offer of judgment pursuant to Federal Rule of Civil Procedure 68;

WHEREAS, on August 23, 2023, Plaintiffs provided comments to the draft offer of judgment, and the parties further discussed resolution of this action via a stipulated final judgment;

WHEREAS, the parties, through their respective counsel, hereby agree to the entry of this Stipulated Final Judgment, subject to the approval of the Court;

**NOW, THEREFORE, IT IS HEREBY STIPULATED, ORDERED AND ADJUDGED:**

1. Judgment is entered for Plaintiffs and against Honors on the claims asserted in Plaintiffs' Complaint, in the amount of \$5,947,533.00 (five million, nine-hundred and forty-seven thousand, five-hundred and thirty-three dollars), which shall constitute the principal amount of Plaintiffs' claim, plus pre-judgment interest accrued as of September 28, 2023.
2. Judgment is also entered for Plaintiffs and against Honors with regard to Plaintiffs' attorneys' fees, to which Plaintiffs are entitled pursuant to the parties' Agreement, in the additional amount of \$85,000.00 (eighty-five thousand dollars).
3. Post-judgment interest shall continue to accrue on the amount set forth in Paragraph 1 above at the contractual rate of 15% per annum until paid in full.
4. This Stipulated Final Judgment resolves all claims that were asserted, or could have been asserted, by Plaintiffs against Honors, and all claims that could have been asserted by Honors against Plaintiffs, in this action or in connection with the underlying transaction.
5. Honors waives any right to appeal from this Stipulated Final Judgment.
6. Honors waives the 30-day automatic stay of proceedings set forth in Fed. R. Civ. P. 62 for Plaintiffs to enforce this Stipulated Final Judgment.



7. Upon entry of this Stipulated Final Judgment, this action is dismissed with prejudice, provided, however, that this Court shall retain jurisdiction to enforce the terms and conditions of this Stipulated Final Judgment.

POTTER ANDERSON & CORROON LLP

BERGER HARRIS LLP

By: /s/ John A. Sensing

John A. Sensing (#5232)  
Hannah L. Paxton (#7096)  
Hercules Plaza, 6<sup>th</sup> Floor  
1313 N. Market Street  
Wilmington, DE 19801  
Tel: (302) 984-6000  
[jsensing@potteranderson.com](mailto:jsensing@potteranderson.com)  
[hpaxton@potteranderson.com](mailto:hpaxton@potteranderson.com)

By: /s/ Richard I.G. Jones, Jr.

Richard I.G. Jones, Jr. (#3301)  
Peter C. McGivney (#5579)  
1105 Market Street, 11<sup>th</sup> Floor  
Wilmington, DE 19801  
Tel: (302) 655-1140  
[rjones@bergerharris.com](mailto:rjones@bergerharris.com)  
[pmcgivney@bergerharris.com](mailto:pmcgivney@bergerharris.com)

*Attorneys for Plaintiffs*

*Attorneys for Defendant*

Dated: September 28, 2023

SO ORDERED this 29<sup>th</sup> day of September, 2023.

A.B. Williams  
The Honorable Gregory B. Williams

CERTIFIED: OCT 03 2023

AS A TRUE COPY: OCT 03 2023

ATTEST:

RANDALL C. LOHAN, CLERK

BY [Signature]  
Deputy Clerk

# EXHIBIT C

**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

ROBERT SCOT JAMES, and	)	
CORE 2000, LLC	)	
	)	
Plaintiffs,	)	CIVIL ACTION FILE
	)	
v.	)	NO. 1:23-mi-108-VMC-JKL
	)	
HONORS HOLDINGS, LLC,	)	
	)	
Defendant.	)	

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**AFFIDAVIT OF PLAINTIFF ROBERT SCOT JAMES**

COUNTY OF FULTON	)
	)
STATE OF GEORGIA	)

Personally appeared before me, the undersigned notary public, Robert Scot James, who, being duly sworn, deposes and states as follows:

1.

My name is Robert Scot James, and I am a citizen of the State of Florida and a resident of Sarasota County.

2.

I am over eighteen (18) years of age and competent in all respects to make this Affidavit.

3.

I make this Affidavit based upon my personal knowledge.

4.

This Affidavit is being submitted in support of the Application for Entry of Charging Order filed by the above-named Plaintiffs/Judgment Creditors.

5.

On May 16, 2022, I entered into an Asset Purchase Agreement with the above-named Defendant/Judgment Debtor that contemplated Defendant's purchase of several OrangeTheory Fitness studio franchises.

6.

Defendant defaulted on its payment obligations under the Agreement.

7.

Because of Defendant's default of its payment obligations, on September 28, 2023, the United States District Court for the District of Delaware entered a judgment against Defendant in the principal amount of \$5,947,533.00 (the "Judgment").

8.

Defendant/Judgment Debtor manages over one hundred and forty OrangeTheory Fitness studios, and owns an ownership interest in a series of limited

liability companies that ultimately manage the individual studios.

9.

These limited liability companies are referred to as the “Honors Entities” and listed in Exhibit A of the Application for Entry Charging Order to which this Affidavit is attached.

10.

In fact, the bank records produced during discovery, although incomplete, show periodic payments from several entities every month to Honors Holdings.

11.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

FURTHER AFFIANT SAYETH NAUGHT.

*[Signature on following page.]*

Date: July 19, 2024

  
Robert Scot James

Sworn to and subscribed before me  
This 19 day of July, 2024

  
Notary Public

My Commission Expires: 12/20/2026



# EXHIBIT D

**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

ROBERT SCOT JAMES, and	)	
CORE 2000, LLC	)	
	)	
Plaintiffs,	)	CIVIL ACTION FILE
	)	
v.	)	NO. 1:23-mi-108-VMC-JKL
	)	
HONORS HOLDINGS, LLC,	)	
	)	
Defendant.	)	

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**[PROPOSED] CHARGING ORDER AGAINST THE LIMITED COMPANY  
INTERESTS OF JUDGMENT DEBTOR HONORS HOLDINGS, LLC**

Having reviewed and considered the Application for Entry of Charging Order Against the Limited Company Interests of Defendant/Judgment Debtor Honors Holdings, LLC (the “Application”) filed by the above-named Plaintiffs/Judgment Creditors (collectively, the “Judgment Creditors”); and

The United States District Court for the District of Delaware having entered a judgment against Honors Holdings, LLC (“Judgment Debtor”) on September 28, 2023, in the principal amount of \$5,947,533.00 (*See* D.E. 1, the “Judgment”); and

Judgment Creditors now request this Court to enter an order charging the Judgment Debtor’s limited liability company interest with payment of the Judgment pursuant to Fed. R. Civ. P. 69 and O.C.G.A. § 14-11-504(a); and



This Court being unaware of any basis to deny Judgment Creditors' Application in aid of its efforts to collect the amounts due and owing pursuant to the Judgment;

IT IS HEREBY **ORDERED** that the Judgment Debtor's interest in the limited liability companies listed in **Exhibit A** to the Application for Charging Order (the "Honors Entities") are hereby charged with payment of the unsatisfied amount of the Judgment. The Honors Entities are ordered to deliver to Judgment Creditors all future distributions, draws, returns of equity, loan repayments and all other payment obligations owed to Judgment Debtor by virtue of its interest in the Honors Entities until such time as the Judgment in the above-styled action is satisfied in full. Judgment Debtor is **RESTRAINED** and **ENJOINED** from receiving from the Honors Entities any distributions subject to this Charging Order.

IT IS FURTHER **ORDERED** that Judgment Debtor, its agents, servants, employees, attorneys, and those persons in active contact or participation with Judgment Debtor who receive notice of this Order are hereby **RESTRAINED** and **ENJOINED** from alienating, encumbering, assigning, transferring, pledging, hypothecating, otherwise impairing in any manner, or in any manner failing to hold and protect Judgment Debtor's membership interest, however denominated, in the Honors Entities, until such time as the Judgment has been satisfied in full.

IT IS FURTHER **ORDERED** that this Order is without prejudice to Judgment Creditors' rights to use all other lawful means to collect the Judgment. O.C.G.A. §14-11-504(b).

The Court hereby **DIRECTS** the United States Marshal to make reasonable efforts to serve the Honors Entities with a copy of this Order at their respective addresses, reflected in **Exhibit A** to the Application for Charging Order.

**IT IS SO ORDERED** this \_\_\_\_ day of \_\_\_\_\_, 2024.

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The Honorable Victoria M. Calvert  
United States District Judge